

TRINITY INDUSTRIES LEASING COMPANY

(Series 3-3)

Equipment Trust, Series 3 RECORDATION NO. 14545-10 FILED 1425

Bill of Sale

AUG 30 1994 - 4 00 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 30th day of August, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as successor Trustee (hereinafter called "Buyer"), as contemplated by the Third Supplement to Equipment Trust Agreement dated as of August 30, 1994, supplementing and amending the Equipment Trust Agreement dated as of December 15, 1984 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

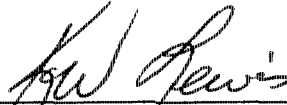
That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The One Hundred and Ninety One (191) railroad cars railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

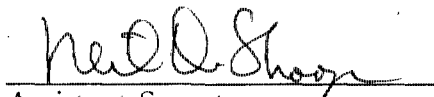
By:



K. W. Lewis  
Senior Vice President

[SEAL]

ATTEST:

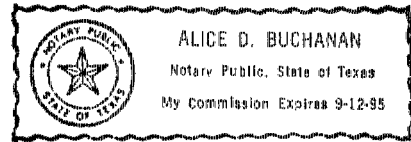


Assistant Secretary

STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 30th day of August, 1994 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan  
Signature of Notary Public



My Commission expires:

9-12-95

## EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Riders 9 & 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	4,750 cu.ft. Lo Covered Hopper Cars	TILX 511462,511464,511465 511467,511470,511472 511473,511474,511479 511481-511484(inclusive) 511486,511491,511493 511494,511498,511501 511511,511513,511523 511525,511532,511543 511638,511656,511675 511678,511679 511684-511708(inclusive)

2. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (acquired by ARCO Chemical) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	30,000 Gal. 111A100W1 Tank Cars	TILX 190000-190024 (inclusive)

3. Railroad Car Lease Agreement, dated July 16, 1979 between Trinity Industries Leasing Company and Oxirane Chemical Company (Acquired by Arco Chemical) covering the following described railroad cars (Riders 2 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
48	23,600 Gal. 111A100W1 Tank Cars	TILX 260050-260052 (inclusive) 260054-260065 (inclusive) 260067-260099 (inclusive)

## EXHIBIT A

(Continued)

4. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	34,000 Gal. 112J340W Tank Cars	TILX 300205,300206,300210 300211,300222,300226 300229,300234,300236 300244,300248,300252 300253,300256,300261

5. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	23,500 Gal. 111A100W1 Tank Cars	TILX 260000,260007,260008 260011,260019,260022 260027,260030,260033 260038,260042

6. Railroad Car Net Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company covering the following described railroad cars (Partial Rider 17):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	34,090 Gal. 112J340W Tank Cars	TILX 300346,300348,300352 300354,300355 300357-300361(inclusive) 300365-300368(inclusive) 300371,300373-300375(incl.) 300378,300380-300382(incl.) 300384,300389-300391(incl.) 300393,300395,300399,300400

7. Railroad Car Lease Agreement, dated October 1, 1988, between Trinity Industries Leasing Company and Air Products & Chemicals, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	34,000 Gal. 112J340W Tank Cars	TILX 300369,300370,300372 300376,300385,300386 300394

**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
55 Hopper Cars	Lo	4,750 Cu.Ft.	TILX 511462,511464,511465 511467,511470,511472 511473,511474,511479 511481-511484(inclusive) 511486,511491,511493 511494,511498,511501 511511,511513,511523 511525,511532,511543 511638,511656,511675 511678,511679 511684-511708(inclusive)	1/80
25 Tank Cars	111A100W1	30,000 Gal.	TILX 190000-190024	1/80
48 Tank Cars	111A100W1	23,600 Gal.	TILX 260050-260052 (inclusive) 260054-260065 (inclusive) 260067-260099 (inclusive)	3/80
15 Tank Cars	112J340W	34,000 Gal.	TILX 300205,300206,300210 300211,300222,300226 300229,300234,300236 300244,300248,300252 300253,300256,300261	1/80
11 Tank Cars	111A100W1	23,500 Gal.	TILX 260000,260007,260008 260011,260019,260022 260027,260030,260033 260038,260042	1/80
30 Tank Cars	112J340W	34,090 Gal.	TILX 300346,300348,300352 300354,300355 300357-300361(inclusive) 300365-300368(inclusive) 300371,300373-300375(incl.) 300378,300380-300382(incl.) 300384,300389-300391(incl.) 300393,300395,300399,300400	6/80
7 Tank Cars	112J340W	34,000 Gal.	TILX 300369,300370,300372 300376,300385,300386 300394	7/80